

Pacific Northwest Barbecue Association

BYLAWS

Adopted 02/16/08

PREAMBLE

Sections 1 through 5 below are included in accordance with IRS Section 501(c)(3).

Section 1. The bylaws will be in accordance with the articles of incorporation of the Pacific Northwest Barbecue Association (PNWBA) (if incorporated).

Section 2. Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Service Code, or corresponding section of any future Federal tax code.

Section 3. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, Officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.

Section 4. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 5. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from Federal income tax under section (501)(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or (b) by an organization, contributions to which are deductible under section L70(c)(2) of the Internal Revenue Code, or corresponding section of any future Federal tax code.

Section 6. The main purpose of this Association is to educate the public in the furtherance and development of authentic barbecue knowledge through cooking classes, judging classes, the promotion of barbecue, and competition barbecue cooking events.

Article I: NAME AND HEADQUARTERS

Section 1. Name.

The name of this organization shall be the Pacific Northwest Barbecue Association, hereinafter referred to as the PNWBA.

Section 2. Headquarters.

The headquarters address of the Association shall be designated and published to the membership by the Board of Directors during the first quarter of each fiscal year. The method of publication can be by, but is not limited to, newsletter, direct mail, email or official PNWBA web site.

Article II: MEMBERS

Section 1. Eligibility for Membership.

Membership is open to any individual 18 years of age or older subject to payment of dues. Membership forms shall be available on the PNWBA website, by brochure, by mail, or via email request. The Association reserves the right to refuse membership to anyone for any reason. The Association reserves the right to remove current members for non-payment of dues or by a 2/3 vote of the Board of Directors for inappropriate conduct as outlined in PNWBA Rules of Conduct, which shall be developed by the Board of Directors and approved by a majority vote of the membership or for other actions that reflect negatively on the PNWBA.

Section 2. Maximum Membership.

The membership of this Association shall be limited to one thousand members.

Section 3. Classes of Members.

There shall be the following classes of members:

A. REGULAR MEMBERS. Regular members shall be those members who have paid dues according to these bylaws, and meet the eligibility requirements set forth in Section 1 above. They shall have all the rights of membership.

B. LIFE MEMBERSHIP. Upon the recommendation of one member and seconded by another member, the Board of Directors may confer Life Membership upon a member who shall have rendered notable financial or in-kind service to the Association. They shall have all the rights of membership.

C. HONORARY MEMBERSHIP. Upon the recommendation of one member and seconded by another member, the Board of Directors may confer Honorary Membership upon an individual who shall have rendered notable service to the Association. Honorary Members have limited rights of membership, which means they are a non-voting member of the Association and may not hold office.

Section 4. Dues.

Dues will be determined by the Board of Directors on an annual basis during the first quarter of each fiscal year to cover the costs of the Association. Dues must be paid by members prior to the end of the quarter that their membership expires. Dues are non-refundable.

Section 5. Voting.

A member shall be entitled to one vote. There shall be no voting by proxy.

Article III: OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS

Section 1. Officers and Members of the Board of Directors.

The elected Officers of PNWBA shall be a President, a Vice-President, a Secretary, and a Treasurer. The Board of Directors may appoint Assistants to assist the elected Offices in their administrative duties. Such non-elected Assistants shall not be Members of the Board of Directors. In addition, the membership shall elect no less than four but no more than ten Members to the Board of Directors. The immediate past-President shall also serve as a Member of the Board of Directors for a one-year term. Elected and appointed officers and Board members must be members of the organization.

Section 2. Duties of the Officers and Members of the Board of Directors.

A. PRESIDENT. The President shall be the Chief Executive Officer of PNWBA, and shall: serve as Chairperson of the Board of Directors; have the power to appoint special committees subject to approval of the Board of Directors; be responsible for maintaining good public relations with the community; be granted reimbursement for expenses incurred in the performance of his duties with approval of the Board of Directors; and be an ex officio member of all committees except the nominating committee. The President shall serve a term of two (2) years. The President shall then automatically become a Member of the Board of Directors for a period of one (1) year after serving his/her term as President.

B. VICE-PRESIDENT. The Vice-President shall assume the duties of President in the temporary absence of the President and shall serve as assistant to the President in his/her efforts for the good of the organization. The Vice-President shall assume the office of the President in the event of the resignation, disability, or death of the President. The Vice-President shall serve a term of two (2) years.

C. SECRETARY. The Secretary shall be responsible for keeping accurate minutes of meetings of the organization, responsible for sending notices of meetings and general

correspondence, and may have other duties as prescribed by the Board of Directors. The Secretary shall serve a term of two years.

D. TREASURER. The Treasurer shall be responsible for the collection of dues, entry fees, and for receipt and deposit of financial contributions and income into accounts at such banks and financial institutions as the Board of Directors' shall direct. The Treasurer shall keep accurate records of monies received and expended, and shall make a financial report at Board of Directors meetings and the Annual Meeting. The Treasurer shall also be responsible for having an audit of the financial records performed every two years by a qualified independent party approved by the Board of Directors. The Treasurer shall submit a yearly budget for adoption by the Board of Directors, at such time as the Board of Directors shall direct. The Treasurer shall serve a term of two years.

Section 3. Election and Appointment of Officers and Members of the Board of Directors.

The Officers and Members of the Board of Directors shall be nominated at the Annual Meeting by the Nominating Committee and/or by individual members. Officers and Members of the Board of Directors are then voted on by mail or electronic means by the membership. They shall take office on January 1 or after the election results have been certified by the election committee. Elected Officers shall serve a term of two years or until their successors are elected. In odd numbered years, the President, Vice-President, and a minimum of two (2) and maximum of five (5) Members of the Board of Directors will be elected to serve terms at the beginning of the succeeding even-numbered year. The Secretary, Treasurer, and a minimum of two (2) and maximum of five (5) Members of the Board of Directors will be elected in even numbered years, to serve terms at the beginning of the succeeding odd-numbered year. A majority vote shall be necessary to elect Officers and Members of the Board of Directors. Officers and Members of the Board of Directors must be members of the Association.

Section 4. Vacancies in Office.

If an Officer or Member of the Board of Directors cannot fulfill his term of office, the Board of Directors shall appoint, by majority vote, an Association member in good standing, to fill that vacant position. The appointee will hold the position until the next regular election for that position, with the exception of the President position, as noted in Section 2, subsection B above.

Section 5. Removal of Elected Officers or Other Members of the Board of Directors.

Elected Officers or other Members of the Board of Directors may be removed from office by a 2/3 vote of the Board of Directors or a majority vote of the membership at an Annual or Special Meeting for the reasons of non-participation or inappropriate conduct as outlined in the PNWBA Rules of Conduct.

Article IV: Meetings

Section 1. Regular Meetings of the Board of Directors.

Regular meetings of the Board of Directors will be held at least four times per year. The time and place of each meeting is to be determined by the President or set by the Board of Directors at the beginning of each year, but can be changed as necessary with at least three (3) days notice by phone or email. Members and nonmembers may be invited by the Board of Directors to appear for purposes of reports and receipt of other information, but shall not be entitled to vote at the meeting and may only speak when noticed by the chair of the meeting. Members and nonmembers who want to attend the Board of Directors meetings must notify the President of their request no later than three (3) days prior to the meeting.

A. QUORUM. The quorum of any regular or special meeting of the Board of Directors shall be the majority of the total number of Officers and Members of the Board of Directors. If a quorum is not present, agenda items may be discussed but not voted on.

B. LOCATION OF MEETINGS. Meetings shall be held at accessible locations at times agreeable to the majority of the Officers and Members of the Board of Directors. Meetings may also be held by electronic means (such as email, phone, other internet communications systems, video conferences, facsimile, etc.) subject to the following conditions:

1. All Members of the Board of Directors shall have access to the appropriate electronic meeting media, as verified by their response to a call for any particular meeting. The total responders shall constitute the quorum for the electronic meeting unless less than required by subsection A and, once established, shall be assumed present until the meeting is adjourned.

2. The technology used for the electronic meetings shall allow the members full access to and full participation in all meeting transactions either continuously or intermittently throughout the specified time of the meeting.

3. Procedural rules related to the conduct of electronic meetings shall be established and promulgated by the Board of Directors.

Section 2. Special Meetings of the Board of Directors.

Special meetings of the Board of Directors may be called by the President or any three Officers and/or Members of the Board of Directors. Notice of the Special Meeting shall be sent to the Officers and Members of the Board of Directors at least five (5) days prior to the date of the meeting by phone or e-mail. They shall be conducted in accordance with Article IV, Section 1, subsections A and B.

Section 3. Annual Meeting.

The Annual Meeting of the PNWBA shall be held in the fourth quarter of each year for the purpose of receiving reports of Officers; committees or other groups, nominating Officers and Members of the Board of Directors to be put to the ballot, reviewing any proposed changes to the Bylaws and/or Rules of Conduct, and conducting any other business which shall properly come before the meeting. The meeting time and location shall be determined by the Board of Directors.

A. As directed by the President, Secretary or other Officer of the Association, the Association shall give notice of the Annual Meeting which shall be accompanied by an agenda, date, time and location, by mail or electronic means to who are active members at the time of notice, at least thirty (30) days prior to the date of the meeting. Unless otherwise provided by these Bylaws, a mailed notice of the Annual Meeting is delivered when deposited in the United States mail with prepaid postage affixed or email sent to such address as shown on the membership list. The inadvertent and unintended failure of any member to receive notice of any Annual Meeting shall not affect any action taken at that meeting.

B. The Board of Directors shall determine the agenda for the Annual Meeting. No items shall be added at the meeting unless approved by the Board of Directors. Members may add items to the agenda by the following means:

1. A member may make a request to the Board of Directors and, if agreed upon by three (3) Officers and/or Members of the Board of Directors at least twenty (20) days before the meeting; or

2. If petitions including the printed names, addresses, telephone numbers and original and dated signatures of at least 10 members, are provided to the Board of Directors at least forty-five (45) days before the meeting.

C. The quorum of any Annual or Special Meeting shall be fifteen (15) members who are present and eligible to vote. The quorum established at the beginning of the meeting shall constitute the quorum for the entire meeting.

Section 4. Special Membership Meetings.

A. Special Meetings of the Membership may be called by the President, Secretary or any Officer of the Association. The Association shall give notice of the Special Membership Meeting, which shall be accompanied by the specific business to be conducted at the meeting, date, time and location, by mail or electronic means to members in good standing at the time of notice, at least thirty (30) days prior to the date of the meeting. Unless otherwise provided by these Bylaws, a mailed notice of the Special Membership Meeting is delivered when deposited in the United States mail with prepaid postage

sent to such address as shown on the membership list. The inadvertent and unintended failure of any member to receive notice of any Special Membership Meeting shall not affect any action taken at that meeting.

B. Members may call a Special Membership Meeting by providing the Board of Directors a petition, including the printed names, addresses, telephone numbers, original and dated signatures of at least 10 members in good standing, and the specific business to be conducted, at least forty-five (45) days before the proposed meeting date.

C. The quorum of any Special Membership Meeting shall be fifteen (15) members who are present and eligible to vote. The quorum established at the beginning of the meeting shall constitute the quorum for the entire meeting.

Article V: VOTING OF THE MEMBERSHIP

Section 1. Voting.

Members shall vote by mail on all Bylaws amendments, Rules of Conduct amendments, election of Officers and Members of the Board of Directors and other items directed by the Board of Directors or from agenda items of the Annual Meeting or Special Membership Meeting. Each member in good standing at the time of the Annual Meeting or Special Membership Meeting is eligible to vote. The vote shall be handled by the Election Committee which is appointed by the Board of Directors.

The results of all voting shall be announced after certification by the Election Committee and Board of Directors and will become effective at that time, with the exception of the election of Officers and Member of the Board of Directors, whose terms will follow the fiscal year. Certification by the Board of Directors shall not be unduly delayed.

Article VI: BOARD OF DIRECTORS

Section 1. Composition.

The Board of Directors shall consist of the elected and appointed Officers and at least four (4) but no more than ten (10) Members of the Board of Directors to be elected by the membership, in addition to the immediate past-President. Officers will be elected per Article III, Section 3. Members of the Board of Directors shall serve two (2) years per term or until their successors are elected. The immediate past-President shall serve a term of one year. Members of the Board of Directors may serve no more than three (3) consecutive terms. Such term limit shall not apply to the immediate past President's one-year term as a Member of the Board of Directors.

Section 2. Responsibilities. The Board of Directors shall be responsible for the management and administration of the PNWBA in all respects and for all purposes. The Board of Directors shall determine compensation for any personnel or consultants retained by the organization; shall have the power to determine the rules of membership and conduct the business of the organization, except that which is retained by the membership as provided by these bylaws; shall be responsible for adoption of the annual budget. Meetings of the Board of Directors shall be as provided in Article IV, Sections 1-2.

Section 3. Presiding Officer.

A professional presiding Officer who shall be a Professional Registered Parliamentarian (PRP) may be retained by the Board of Directors. Whenever necessary or desired, the Board of Directors shall retain a Professional Parliamentarian for any regular or special meetings called by the Board of Directors and at any time for other special services.

Section 4. Executive Director.

The Board of Directors may employ an executive director whose duties and compensation shall be specified by the Board of Directors by contract.

Article VII: COMMITTEES

Section 1. Standing Committees.

There shall be the following standing committees: Bylaws, Membership, Competition Rules, Nominating, Election, Public Relations, and Events. The duties of standing committees shall be established by the Board of Directors.

Section 2. Special Committees.

Special Committees may be created by the President or the Board of Directors as necessary. Charges to special committees shall be in writing.

Section 3. Appointment.

Except as provided elsewhere in these bylaws, the President shall appoint the chairperson and members of standing and special committees with the approval of the Board of Directors.

Article VIII: PARLIAMENTARY AUTHORITY

Section 1. Parliamentary Authority.

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern PNWBA in all cases to which they are applicable in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

Article IX: FISCAL YEAR

**Pacific Northwest Barbecue Association
RULES OF CONDUCT**

Section 1. Fiscal Year.

The working year of the Association for all purposes shall be January 1 through December 31.

Article X: AMENDMENTS

Section 1. Amendments.

These bylaws may be amended by two-thirds vote by ballot after being presented to the membership at the Annual Meeting. Written notice must be given to the membership at least thirty (30) days prior to the meeting. The copy of the proposed amendment shall include the complete text of the proposed amendment.

Section 2. Effective Date of Amendments.

Amendments to these bylaws shall take effect after the ballot is certified by the ballot committee and approved by the Board of Directors.

Article XI: AFFILIATION

The Association shall be affiliated with the Kansas City Barbeque Society (KCBS).

Article XII: DISSOLUTION

The Association shall dissolve upon the unanimous vote by the Officers and Board of Directors. Should the Association dissolve, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Association, distribute all remaining assets for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

As provided by the Bylaws of the Pacific Northwest Barbecue Association (PNWBA), the following rules apply to the conduct of all Members of the Association while present, either physically or electronically, at a PNWBA Event. PNWBA Events are defined as any competition, cooking class, meeting, forum (including the PNWBA website), and/or other gathering that was organized, sanctioned, or represented to be associated with the PNWBA.

While involved in an Event, Members shall not

1. Use excessive amounts of alcohol or allow their guests to do so.
2. Distribute alcohol to the general public or allow their guests to do so.
3. Use foul, abusive or unacceptable language.
4. Harass other Members, guests, or the general public, whether physically, verbally, electronically, or otherwise.
5. Generate excessive noise.
6. Commit repeated violations of the competition rules.

Violation of the PNWBA Rules of Conduct, or other actions at Events that reflect negatively on the PNWBA, may result in the termination of Membership in the PNWBA as provided under the PNWBA Bylaws Article II. Section 1.